



HEALTH ANNUAL STATEMENT  
FOR THE YEAR ENDING DECEMBER 31, 2007  
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	(Current Period)	1137	(Prior Period)	NAIC Company Code	12193	Employer's ID Number	20-1052897
Organized under the Laws of	Michigan				State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States							
Licensed as business type:	Life, Accident & Health [ ]		Property/Casualty [ ]		Dental Service Corporation [ ]			
	Vision Service Corporation [ ]		Other [ ]		Health Maintenance Organization [ X ]			
	Hospital, Medical & Dental Service or Indemnity [ ]				Is HMO, Federally Qualified? Yes [ ] No [ X ]			
Incorporated/Organized	04/22/2004				Commenced Business	10/01/2004		
Statutory Home Office	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number)				(City or Town, State and Zip Code)			
Main Administrative Office	1333 Gratiot, Ste 400							
	Detroit, MI 48207				313-465-1519			
	(City or Town, State and Zip Code)				(Area Code) (Telephone Number)			
Mail Address	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number or P.O. Box)				(City or Town, State and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400							
	Detroit, MI 48207				313-465-1519			
	(City or Town, State and Zip Code)				(Area Code) (Telephone Number)			
Internet Website Address	www.omnicarehealthplan.com							
Statutory Statement Contact	Kenyata J. Rogers				313-465-1519			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	KJRogers@cvty.com				313-465-1604			
	(E-mail Address)				(FAX Number)			

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President & Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Senior Vice President & Corporate Controller	Francis Samuel Soistman Jr.	Executive Vice President

OTHER OFFICERS

John Joseph Stelben	Secretary	Claudia Bjerre	Treasurer
Jonathan David Weinberg	Assistant Secretary	Kenneth G. Robinson III	Assistant Treasurer
Shirley Ann Roquemore	Secretary		

DIRECTORS OR TRUSTEES

Francis Samuel Soistman Jr.	Jan H. Hodges #	Beverly Ann Allen	Doretha J. Wiley
Ernestine Romero			

State of .....

ss

County of .....

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen  
Chief Executive Officer

Kenyata Jamilea Rogers  
Chief Financial Officer

John Joseph Ruhlmann  
Senior Vice President & Corporate  
Controller

Subscribed and sworn to before me this  
day of ,

Rochelle Jenkins

- a. Is this an original filing? Yes [ X ] No [ ]
- b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached

## ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

## EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

## ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

### EXHIBIT 3 - HEALTH CARE RECEIVABLES

[illegible]

**EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

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## ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

## **EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES**

[illegible]

## ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

## EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

## EXHIBIT 7 PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

## EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

	99999999 Totals
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EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment .....	162,160		81,051	81,109	81,109	
2. Medical furniture, equipment and fixtures .....						
3. Pharmaceuticals and surgical supplies .....						
4. Durable medical equipment .....						
5. Other property and equipment						
6. Total	162,160	0	81,051	81,109	81,109	0





ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION      OmniCare Health Plan, Inc.      2. \_\_\_\_\_ (LOCATION)

NAIC Group Code	1137	BUSINESS IN THE STATE OF Michigan		DURING THE YEAR 2007				NAIC Company Code		12193
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
<b>Total Members at end of:</b>										
1. Prior Year .....	57,945								57,945	
2. First Quarter .....	58,447								58,447	
3. Second Quarter .....	58,258								58,258	
4. Third Quarter .....	56,943								56,943	
5. Current Year	55,778								55,778	
6. Current Year Member Months	689,834								689,834	
<b>Total Member Ambulatory Encounters for Year:</b>										
7. Physician .....	401,171								401,171	
8. Non-Physician .....	79,537								79,537	
9. Total	480,708	0	0	0	0	0	0	0	480,708	0
10. Hospital Patient Days Incurred	35,158								35,158	
11. Number of Inpatient Admissions	7,985								7,985	
12. Health Premiums Written (b).....	177,245,263								177,245,263	
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	177,245,263								177,245,263	
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services .....	141,569,879								141,569,879	
18. Amount Incurred for Provision of Health Care Services	143,232,699								143,232,699	

(a) For health business: number of persons insured under PPO managed care products \_\_\_\_\_ and number of persons under indemnity only products \_\_\_\_\_

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees    \$ \_\_\_\_\_



ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION      OmniCare Health Plan, Inc.      2. \_\_\_\_\_ (LOCATION)

NAIC Group Code	1137	BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2007					NAIC Company Code		12193
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
		2	3								
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other	
<b>Total Members at end of:</b>											
1. Prior Year .....	57,945	0	0	0	0	0	0	0	57,945	0	
2. First Quarter .....	58,447	0	0	0	0	0	0	0	58,447	0	
3. Second Quarter .....	58,258	0	0	0	0	0	0	0	58,258	0	
4. Third Quarter .....	56,943	0	0	0	0	0	0	0	56,943	0	
5. Current Year	55,778	0	0	0	0	0	0	0	55,778	0	
6. Current Year Member Months	689,834	0	0	0	0	0	0	0	689,834	0	
<b>Total Member Ambulatory Encounters for Year:</b>											
7. Physician .....	401,171	0	0	0	0	0	0	0	401,171	0	
8. Non-Physician .....	79,537	0	0	0	0	0	0	0	79,537	0	
9. Total	480,708	0	0	0	0	0	0	0	480,708	0	
10. Hospital Patient Days Incurred	35,158	0	0	0	0	0	0	0	35,158	0	
11. Number of Inpatient Admissions	7,985	0	0	0	0	0	0	0	7,985	0	
12. Health Premiums Written (b).....	177,245,263	0	0	0	0	0	0	0	177,245,263	0	
13. Life Premiums Direct .....	0	0	0	0	0	0	0	0	0	0	
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0	
15. Health Premiums Earned.....	177,245,263	0	0	0	0	0	0	0	177,245,263	0	
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0	
17. Amount Paid for Provision of Health Care Services .....	141,569,879	0	0	0	0	0	0	0	141,569,879	0	
18. Amount Incurred for Provision of Health Care Services	143,232,699	0	0	0	0	0	0	0	143,232,699	0	

(a) For health business: number of persons insured under PPO managed care products      0      and number of persons under indemnity only products      0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees      \$      0

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1. Book/adjusted carrying value, December 31, prior year.....	0
2. Increase (decrease) by adjustment:	
2.1 Totals, Part 1, Column 11 .....	0
2.2 Totals, Part 3, Column 8 .....	0
3. Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances, Column 7, and net of credit to permanent improvements (Column 9) .....	0
4. Cost of additions and permanent improvements:	
4.1 Totals, Part 1, Column 14 .....	0
4.2 Totals, Part 3, Column 10 .....	0
5. Total profit (loss) on sales, Part 3, Column 15 .....	0
6. Increase (decrease) by foreign exchange adjustment:	
6.1 Totals, Part 1, Column 12 .....	0
6.2 Totals, Part 3, Column 9 .....	0
7. Amounts received on sales, Part 3, Column 12 and Part 1, Column 13 .....	0
8. Book/adjusted carrying value at end of current period .....	0
9. Total valuation allowance .....	
10. Subtotal (Lines 8 plus 9) .....	0
11. Total nonadmitted amounts .....	
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column) .....	0

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31, prior year .....	0
2. Amount loaned during year:	
2.1 Actual cost at time of acquisitions .....	
2.2 Additional investment made after acquisitions .....	0
3. Accrual of discount and mortgage interest points and commitment fees .....	
4. Increase (decrease) by adjustment .....	
5. Total profit (loss) on sale .....	
6. Amounts paid on account or in full during the year .....	
7. Amortization of premium .....	
8. Increase (decrease) by foreign exchange adjustment .....	
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....	0
10. Total valuation allowance .....	
11. Subtotal (Lines 9 plus 10) .....	0
12. Total nonadmitted amounts .....	
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column).....	0

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year .....	0
2. Cost of acquisitions during year:	
2.1 Actual cost at time of acquisitions .....	
2.2 Additional investment made after acquisitions .....	0
3. Accrual of discount .....	
4. Increase (decrease) by adjustment .....	
5. Total profit (loss) on sale .....	0
6. Amounts paid on account or in full during the year .....	
7. Amortization of premium .....	
8. Increase (decrease) by foreign exchange adjustment .....	
9. Book/adjusted carrying value of long-term invested assets at end of current period .....	0
10. Total valuation allowance .....	
11. Subtotal (Lines 9 plus 10) .....	0
12. Total nonadmitted amounts .....	
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3).....	0

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>1. U.S. Governments, Schedules D &amp; DA (Group 1)</b>											
1.1 Class 1 .....	1,050,761	2,517,177	1,755,101	0	0	5,323,039	11.6	3,537,526	7.3	5,323,040	0
1.2 Class 2 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 Class 3 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Class 4 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Class 5 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	1,050,761	2,517,177	1,755,101	0	0	5,323,039	11.6	3,537,526	7.3	5,323,040	0
<b>2. All Other Governments, Schedules D &amp; DA (Group 2)</b>											
2.1 Class 1 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Class 2 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Class 3 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Class 4 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Class 5 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. States, Territories and Possessions etc., Guaranteed, Schedules D &amp; DA (Group 3)</b>											
3.1 Class 1 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.2 Class 2 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Class 3 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Class 4 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Class 5 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D &amp; DA (Group 4)</b>											
4.1 Class 1 .....	0	1,067,111	2,422,463	1,084,830	0	4,574,404	10.0	804,074	1.7	4,574,404	0
4.2 Class 2 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Class 3 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Class 4 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Class 5 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	1,067,111	2,422,463	1,084,830	0	4,574,404	10.0	804,074	1.7	4,574,404	0
<b>5. Special Revenue &amp; Special Assessment Obligations etc., Non-Guaranteed, Schedules D &amp; DA (Group 5)</b>											
5.1 Class 1 .....	153,675	1,004,242	3,014,013	1,313,443	572,365	6,057,738	13.2	3,658,796	7.6	6,057,737	0
5.2 Class 2 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.3 Class 3 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Class 4 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 Class 5 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	153,675	1,004,242	3,014,013	1,313,443	572,365	6,057,738	13.2	3,658,796	7.6	6,057,737	0

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>6. Public Utilities (Unaffiliated), Schedules D &amp; DA (Group 6)</b>											
6.1 Class 1 .....	.0	.0	496,222	.0	.0	496,222	1.1	.0	0.0	496,222	.0
6.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	0	0	496,222	0	0	496,222	1.1	0	0.0	496,222	0
<b>7. Industrial &amp; Miscellaneous (Unaffiliated), Schedules D &amp; DA (Group 7)</b>											
7.1 Class 1 .....	23,757,436	4,850,101	842,056	.0	.0	29,449,593	64.2	40,465,907	83.5	29,449,593	.0
7.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.7 Totals	23,757,436	4,850,101	842,056	0	0	29,449,593	64.2	40,465,907	83.5	29,449,593	0
<b>8. Credit Tenant Loans, Schedules D &amp; DA (Group 8)</b>											
8.1 Class 1 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>9. Parent, Subsidiaries and Affiliates, Schedules D &amp; DA (Group 9)</b>											
9.1 Class 1 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.6 Class 6 .....	0	0	0	0	0	0	0.0	0	0.0	0	0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 10.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	24,961,872	9,438,631	8,529,855	2,398,273	572,365	45,900,996	100.0	XXX	XXX	45,900,996	.0
10.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.5 Class 5	.0	.0	.0	.0	.0	(c) .0	0.0	XXX	XXX	.0	.0
10.6 Class 6	.0	.0	.0	.0	.0	(c) .0	0.0	XXX	XXX	.0	.0
10.7 Totals	24,961,872	9,438,631	8,529,855	2,398,273	572,365	(b) 45,900,996	100.0	XXX	XXX	45,900,996	.0
10.8 Line 10.7 as a % of Col. 6	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Class 1	41,154,693	3,637,154	2,321,091	908,521	444,845	XXX	XXX	48,466,304	100.0	48,466,303	.0
11.2 Class 2	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.3 Class 3	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.4 Class 4	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.5 Class 5	.0	.0	.0	.0	.0	XXX	XXX	(c) .0	0.0	.0	.0
11.6 Class 6	.0	.0	.0	.0	.0	XXX	XXX	(c) .0	0.0	.0	.0
11.7 Totals	41,154,693	3,637,154	2,321,091	908,521	444,845	XXX	XXX	(b) 48,466,304	100.0	48,466,304	.0
11.8 Line 11.7 as a % of Col. 8	84.9	7.5	4.8	1.9	0.9	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Class 1	24,961,873	9,438,631	8,529,855	2,398,273	572,365	45,900,997	100.0	48,466,304	100.0	45,900,997	XXX
12.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
12.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
12.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
12.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
12.6 Class 6	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
12.7 Totals	24,961,873	9,438,631	8,529,855	2,398,273	572,365	45,900,997	100.0	48,466,304	100.0	45,900,997	XXX
12.8 Line 12.7 as a % of Col. 6	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Class 1	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.6 Class 6	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.7 Totals	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.8 Line 13.7 as a % of Col. 6	.0	.0	.0	.0	.0	.0	XXX	XXX	XXX	XXX	.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes \$ .0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ .0 current year, \$ .0 prior year of bonds with Z designations and \$ .0 , current year, \$ .0 prior year of bonds with Z\* designations. The letter “Z” means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. “Z\*” means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$ .0 current year, \$ .0 prior year of bonds with 5\* designations and \$ .0 , current year, \$ .0 prior year of bonds with 6\* designations. “5\*” means the NAIC designation was assigned by the SVO in reliance on the insurer’s certification that the issuer is current in all principal and interest payments. “6\*” means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>1. U.S. Governments, Schedules D &amp; DA (Group 1)</b>											
1.1 Issuer Obligations .....	1,050,761	2,517,177	1,755,101	0	0	5,323,039	11.6	3,537,526	7.3	5,323,040	0
1.2 Single Class Mortgage-Backed/Asset-Backed Securities .....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals .....	1,050,761	2,517,177	1,755,101	0	0	5,323,039	11.6	3,537,526	7.3	5,323,040	0
<b>2. All Other Governments, Schedules D &amp; DA (Group 2)</b>											
2.1 Issuer Obligations .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Single Class Mortgage-Backed/Asset-Backed Securities .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
2.3 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
2.5 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. States, Territories, and Possessions Guaranteed, Schedules D &amp; DA (Group 3)</b>											
3.1 Issuer Obligations .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.2 Single Class Mortgage-Backed/Asset-Backed Securities .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
3.3 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
3.5 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D &amp; DA (Group 4)</b>											
4.1 Issuer Obligations .....	0	1,067,111	2,422,463	1,084,830	0	4,574,404	10.0	804,074	1.7	4,574,404	0
4.2 Single Class Mortgage-Backed/Asset-Backed Securities .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
4.3 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
4.5 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals .....	0	1,067,111	2,422,463	1,084,830	0	4,574,404	10.0	804,074	1.7	4,574,404	0
<b>5. Special Revenue &amp; Special Assessment Obligations etc., Non-Guaranteed, Schedules D &amp; DA (Group 5)</b>											
5.1 Issuer Obligations .....	0	528,491	2,696,420	1,084,981	535,540	4,845,432	10.6	2,360,954	4.9	4,845,432	0
5.2 Single Class Mortgage-Backed/Asset-Backed Securities .....	153,675	475,751	317,592	228,462	36,825	1,212,305	2.6	1,297,842	2.7	1,212,305	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
5.3 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
5.5 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals .....	153,675	1,004,242	3,014,012	1,313,443	572,365	6,057,737	13.2	3,658,796	7.6	6,057,737	0

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>6. Public Utilities (Unaffiliated), Schedules D &amp; DA (Group 6)</b>											
6.1 Issuer Obligations .....	0	0	496,222	0	0	496,222	1.1	0	0.0	496,222	0
6.2 Single Class Mortgage-Backed/Asset-Based Securities .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
6.3 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
6.4 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
6.5 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	0	0	496,222	0	0	496,222	1.1	0	0.0	496,222	0
<b>7. Industrial &amp; Miscellaneous (Unaffiliated), Schedules D &amp; DA (Group 7)</b>											
7.1 Issuer Obligations .....	23,662,894	2,114,556	688,754	0	0	26,466,204	57.7	40,115,919	82.7	26,466,205	0
7.2 Single Class Mortgage-Backed/Asset-Based Securities .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
7.3 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
7.5 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.6 Other .....	94,542	2,735,545	153,301	0	0	2,983,388	6.5	349,987	0.7	2,983,388	0
7.7 Totals	23,757,436	4,850,101	842,055	0	0	29,449,592	64.2	40,465,906	83.5	29,449,593	0
<b>8. Credit Tenant Loans, Schedules D &amp; DA (Group 8)</b>											
8.1 Issuer Obligations .....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>9. Parents, Subsidiaries and Affiliates, Schedules D &amp; DA (Group 9)</b>											
9.1 Issuer Obligations .....	0	0	0	0	0	0	0.0	0	0.0	0	0
9.2 Single Class Mortgage-Backed/Asset-Based Securities .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
9.3 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
9.4 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
9.5 Defined .....	0	0	0	0	0	0	0.0	0	0.0	0	0
9.6 Other .....	0	0	0	0	0	0	0.0	0	0.0	0	0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0



ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total From Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	24,713,655	6,227,335	8,058,960	2,169,811	535,540	41,705,301	90.9	XXX	XXX	41,705,303	.0
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	153,675	475,751	317,592	228,462	36,825	1,212,305	2.6	XXX	XXX	1,212,305	.0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
10.3 Defined	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.4 Other	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
10.5 Defined	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.6 Other	94,542	2,735,545	153,301	0	0	2,983,388	6.5	XXX	XXX	2,983,388	0
10.7 Totals	24,961,872	9,438,631	8,529,853	2,398,273	572,365	45,900,994	100.0	XXX	XXX	45,900,996	.0
10.8 Line 10.7 as a % of Col. 6	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Issuer Obligations	41,014,588	2,778,036	1,968,416	655,728	401,706	XXX	XXX	46,818,473	96.6	46,818,473	.0
11.2 Single Class Mortgage-Backed/Asset-Backed Securities	125,791	523,444	352,675	252,793	43,139	XXX	XXX	1,297,842	2.7	1,297,842	.0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
11.3 Defined	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.4 Other	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
11.5 Defined	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.6 Other	14,314	335,673	0	0	0	XXX	XXX	349,987	0.7	349,987	0
11.7 Totals	41,154,693	3,637,153	2,321,091	908,521	444,845	XXX	XXX	48,466,303	100.0	48,466,303	.0
11.8 Line 11.7 as a % of Col. 8	84.9	7.5	4.8	1.9	0.9	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	24,713,656	6,227,336	8,058,961	2,169,811	535,540	41,705,304	90.9	46,818,473	96.6	41,705,304	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities	153,675	475,751	317,592	228,462	36,825	1,212,305	2.6	1,297,842	2.7	1,212,305	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
12.3 Defined	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
12.4 Other	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
12.5 Defined	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	XXX
12.6 Other	94,542	2,735,545	153,301	0	0	2,983,388	6.5	349,987	0.7	2,983,388	XXX
12.7 Totals	24,961,873	9,438,632	8,529,854	2,398,273	572,365	45,900,997	100.0	48,466,303	100.0	45,900,997	XXX
12.8 Line 12.7 as a % of Col. 6	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.2 Single Class Mortgage-Backed/Asset-Backed Securities	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
13.3 Defined	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.4 Other	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
13.5 Defined	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.6 Other	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

Short-Term Investments					
	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets(a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, prior year .....	21,596,268	21,596,268	0	0	0
2. Cost of short-term investments acquired .....	281,296,745	281,296,745	0	0	0
3. Increase (decrease) by adjustment .....	285,906	285,906	0	0	0
4. Increase (decrease) by foreign exchange adjustment .....	0	0	0	0	0
5. Total profit (loss) on disposal of short-term investments .....	(5,711)	(5,711)	0	0	0
6. Consideration received on disposal of short-term investments .....	279,610,312	279,610,312	0	0	0
7. Book/adjusted carrying value, current year .....	23,562,896	23,562,896	0	0	0
8. Total valuation allowance .....	0	0	0	0	0
9. Subtotal (Lines 7 plus 8) .....	23,562,896	23,562,896	0	0	0
10. Total nonadmitted amounts .....	0	0	0	0	0
11. Statement value (Lines 9 minus 10) .....	23,562,896	23,562,896	0	0	0
12. Income collected during year .....	1,397,204	1,397,204	0	0	0
13. Income earned during year .....	1,407,807	1,407,807	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: .....

Schedule DB - Part A - VBY

NONE

Schedule DB - Part B - VBY

NONE

Schedule DB - Part C - VBY

NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S - Part 1 - Section 2

NONE

## ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

## SCHEDULE S - PART 2

**Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year**

[illegible]

## 46

## 46

46

46

## 47

### Reinsurance Ceded to Unauthorized Companies

[illegible]

Schedule S-Part 5  
Five-Year Exhibit of Reinsurance Ceded Business  
(000 Omitted)

	1 2007	2 2006	3 2005	4 2004	5 2003
<b>A. OPERATIONS ITEMS</b>					
1. Premiums.....	0	0	0	0	0
2. Title XVIII-Medicare.....	0	0	0	0	0
3. Title XIX-Medicaid.....	1,159	1,081	817	50	0
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
<b>B. BALANCE SHEET ITEMS</b>					
6. Premiums receivable.....		0	0	0	0
7. Claims payable.....		0	0	0	0
8. Reinsurance recoverable on paid losses.....	387	9	500	34	0
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances unpaid.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
<b>C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
12. Funds deposited by and withheld from (F).....	0	0	0	0	0
13. Letters of credit (L).....	0	0	0	0	0
14. Trust agreements (T).....	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S-PART 6  
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10) .....	43,133,983		43,133,983
2. Accident and health premiums due and unpaid (Line 13).....	0		0
3. Amounts recoverable from reinsurers (Line 14.1).....	386,983	(386,983)	0
4. Net credit for ceded reinsurance.....	XXX	386,983	386,983
5. All other admitted assets (Balance).....	2,793,851		2,793,851
6. Total assets (Line 26)	46,314,817	0	46,314,817
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	17,119,519	0	17,119,519
8. Accrued medical incentive pool and bonus payments (Line 2).....	216,719		216,719
9. Premiums received in advance (Line 8).....	0		0
10. Funds held under reinsurance treaties with authorized and unauthorized insurers (Line 17).....	0		0
11. Reinsurance in unauthorized companies (Line 18).....	0		0
12. All other liabilities (Balance).....	2,369,644		2,369,644
13. Total liabilities (Line 22).....	19,705,882	0	19,705,882
14. Total capital and surplus (Line 31).....	26,608,936	XXX	26,608,936
15. Total liabilities, capital and surplus (Line 32)	46,314,818	0	46,314,818
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid.....	0		
17. Accrued medical incentive pool.....	0		
18. Premiums received in advance .....	0		
19. Reinsurance recoverable on paid losses .....	386,983		
20. Other ceded reinsurance recoverables .....	0		
21. Total ceded reinsurance recoverables .....	386,983		
22. Premiums receivable .....	0		
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....	0		
24. Unauthorized reinsurance .....	0		
25. Other ceded reinsurance payables/offsets .....	0		
26. Total ceded reinsurance payables/offsets .....	0		
27. Total net credit for ceded reinsurance	386,983		



SCHEDULE T – PART 2  
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.		Direct Business Only				
		1	2	3	4	5
		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts
						Totals
1. Alabama	AL					0
2. Alaska	AK					0
3. Arizona	AZ					0
4. Arkansas	AR					0
5. California	CA					0
6. Colorado	CO					0
7. Connecticut	CT					0
8. Delaware	DE					0
9. District of Columbia	DC					0
10. Florida	FL					0
11. Georgia	GA					0
12. Hawaii	HI					0
13. Idaho	ID					0
14. Illinois	IL					0
15. Indiana	IN					0
16. Iowa	IA					0
17. Kansas	KS					0
18. Kentucky	KY					0
19. Louisiana	LA					0
20. Maine	ME					0
21. Maryland	MD					0
22. Massachusetts	MA					0
23. Michigan	MI					0
24. Minnesota	MN					0
25. Mississippi	MS					0
26. Missouri	MO					0
27. Montana	MT					0
28. Nebraska	NE					0
29. Nevada	NV					0
30. New Hampshire	NH					0
31. New Jersey	NJ					0
32. New Mexico	NM					0
33. New York	NY					0
34. North Carolina	NC					0
35. North Dakota	ND					0
36. Ohio	OH					0
37. Oklahoma	OK					0
38. Oregon	OR					0
39. Pennsylvania	PA					0
40. Rhode Island	RI					0
41. South Carolina	SC					0
42. South Dakota	SD					0
43. Tennessee	TN					0
44. Texas	TX					0
45. Utah	UT					0
46. Vermont	VT					0
47. Virginia	VA					0
48. Washington	WA					0
49. West Virginia	WV					0
50. Wisconsin	WI					0
51. Wyoming	WY					0
52. American Samoa	AS					0
53. Guam	GU					0
54. Puerto Rico	PR					0
55. U.S. Virgin Islands	VI					0
56. Northern Mariana Islands	MP					0
57. Canada	CN					0
58. Aggregate Other Alien	OT					0
59. Totals		0	0	0	0	0

SCHEDULE Y  
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	52-2073000	Coventry Health Care Inc	446,600,000	(72,891,892)			143,491,461	0			517,199,569	0
	51-0406894	Coventry Financial Mgmt Services, Inc	0	0			8,693,525	0			8,693,525	0
96460	51-0293139	Coventry Health Care of Delaware, Inc	(14,800,000)	0			(16,593,744)	(2,700,727)			(34,094,471)	2,600,481
95282	51-0353639	Coventry Health Care of Georgia, Inc	(13,800,000)	0			(11,796,928)	(1,534,073)			(27,131,001)	1,062,184
	52-2248239	Coventry Services Corporation	0	0			6,712,271	0			6,712,271	0
95241	42-1244752	Coventry Health Care of Iowa, Inc	(13,300,000)	0			(6,183,549)	(1,576,739)			(21,060,289)	717,469
95925	42-1308659	Coventry Health Care of Nebraska, Inc	0	0			(2,950,210)	(647,589)			(3,597,799)	743,303
95283	51-0353638	Coventry Health Care of Pennsylvania, In	0	0			0	0			0	0
95173	74-2381406	Coventry Health Care of Louisiana, Inc	(15,000,000)	0			(1,814,260)	184,277			(16,629,984)	1,062,493
95060	25-1264318	HealthAmerica Pennsylvania Inc	(67,100,000)	0			3,911,247	(7,526,423)			(70,715,176)	2,778,443
11102	23-2366731	HealthAssurance Pennsylvania, Inc	(51,900,000)	0			(74,485,450)	(4,088,807)			(130,474,257)	3,986,211
	47-0854096	Coventry Prescription Mgmt Services, Inc	0	0			0	0			0	0
81973	75-1296086	Coventry Health & Life Insurance Company	(50,000,000)	0			(106,049,419)	33,914,935			(122,134,484)	(25,455,232)
	51-0402388	Coventry Health Care Investment Corp	0	0			0	0			0	0
96555	54-1576305	Southern Health Services, Inc	(32,400,000)	0			(13,056,362)	(2,624,295)			(48,080,657)	1,338,544
	01-0646056	Coventry Transplant Network, Inc	0	0			(60,000)	0			(60,000)	0
96377	43-1372307	Group Health Plan, Inc	(36,100,000)	0			(15,528,182)	(5,393,054)			(57,021,236)	1,852,509
95318	43-1702094	HealthCare USA of Missouri, LLC	0	0			(22,463,460)	(248,531)			(22,711,991)	4,752,662
95489	48-0840330	Coventry Health Care of Kansas, Inc	(46,100,000)	0			(17,729,587)	0			(63,829,587)	0
	25-1794529	Coventry Management Services, Inc	0	0			577,759,615	0			577,759,615	0
95408	55-0712129	Carelink Health Plans, Inc	(7,600,000)	0			(7,777,263)	(1,178,466)			(16,555,729)	602,803
	62-1411933	Coventry Health Care Mgmt Corp	0	0			(22,285,191)	0			(22,285,191)	0
	20-0635523	WellPath Preferred Services, Inc	0	0			(7,755,112)	0			(7,755,112)	0
95321	20-0229117	WellPath Select, Inc	(23,800,000)	0			(8,145,318)	(3,194,259)			(35,139,577)	1,820,604
11531	02-0639951	CHC Casualty Risk Retention Group, Inc	(5,000,000)	0			9,490,738	0			4,490,738	0
	20-1736437	First Health Group Corp	(15,000,000)	0			(143,066,475)	0			(158,066,475)	0
12064	20-4647469	WellPath of South Carolina, Inc	0	1,891,892			0	0			1,891,892	0
74160	37-1241037	PersonalCare Insurance of Illinois, Inc	(22,100,000)	0			(13,466,725)	(1,324,519)			(36,891,244)	1,361,412
12193	20-1052897	OmniCare Health Plan, Inc	(13,300,000)	0			(7,484,699)	(550,675)			(21,335,374)	386,983
95407	87-0345631	Altius Health Plans, Inc	(9,300,000)	0			(28,915,261)	(1,511,056)			(39,726,317)	389,130
	51-0410308	HealthAssurance Financial Services, Inc	0	0			12,562,594	0			12,562,594	0
	20-4416606	HealthCare USA of Tennessee, LLC	0	0			0	0			0	0
	31-1597878	Provider Synergies, LLC	0	0			0	0			0	0
	26-1582982	Coventry Specialty Services, LLC	0	0			0	0			0	0
	20-8070994	CHC National Accounts, Inc	0	0			0	0			0	0
	20-5185442	CHC National Network, Inc	0	0			0	0			0	0
	20-8217339	Coventry Product Services, Inc	0	0			43,181,660	0			43,181,660	0
	20-8376354	CHC Worker's Compensation, Inc	(10,000,000)	0			(99,134,188)	0			(109,134,188)	0
	20-1130063	Florida Health Plan Administrators, LLC	0	0			36,244,281	0			36,244,281	0
	26-1293772	Coventry Consumer Advantage, Inc	0	0			0	0			0	0
90328	87-0443226	First Health Strategies, Inc	0	0			0	0			0	0
	36-3537147	FHC, Inc	0	0			1,800,000	0			1,800,000	0
	52-1320522	Claims Administration Corp	0	0			(26,864,562)	0			(26,864,562)	0
90328	38-2242132	First Health Life & Health Ins Co	0	46,000,000			(69,184,970)	0			(23,184,970)	0
	54-0849793	First Health Services Corporation	0	0			(75,335,017)	0			(75,335,017)	0
60674	43-0158650	American Life & Health Insurance Co	0	0			35,907	0			35,907	0
81000	75-1431313	Cambridge Life Insurance Company	0	25,000,000			(3,721,161)	0			21,278,839	0

## 53.1

## SCHEDULE Y

## PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

[illegible]

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

1.

Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?

.....YES.....
2.

Will an actuarial opinion be filed by March 1?

.....YES.....
3.

Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?

.....YES.....
4.

Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?

.....YES.....

APRIL FILING

5.

Will Management's Discussion and Analysis be filed by April 1?

.....YES.....
6.

Will the Supplemental Investment Risks Interrogatories be filed by April 1?

.....YES.....
7.

Will the Accident and Health Policy Experience Exhibit be filed by April 1?

.....YES.....

JUNE FILING

8.

Will an audited financial report be filed by June 1?

.....YES.....

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

9.

Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?

.....NO.....
10.

Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?

.....NO.....
11.

Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?

.....NO.....
12.

Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?

.....NO.....
13.

Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?

.....NO.....

APRIL FILING

14.

Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?

.....NO.....
15.

Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?

.....NO.....
16.

Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?


.....NO.....

EXPLANATION:


9.
10.
11.
12.
13.
14.
15.
16.

BAR CODE:


9.




1 2 1 9 3 2 0 0 7 3 6 0 5 9 0 0 0
10.




1 2 1 9 3 2 0 0 7 2 0 5 0 0 0 0 0
11.




1 2 1 9 3 2 0 0 7 2 0 7 0 0 0 0 0
12.




1 2 1 9 3 2 0 0 7 4 2 0 0 0 0 0 0
13.




1 2 1 9 3 2 0 0 7 3 6 5 5 9 0 0 0
14.



1 2 1 9 3 2 0 0 7 3 3 0 5 9 0 0 0
15.



1 2 1 9 3 2 0 0 7 2 1 1 5 9 0 0 0
16.



1 2 1 9 3 2 0 0 7 2 1 3 0 0 0 0 0

OVERFLOW PAGE FOR WRITE-INS

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